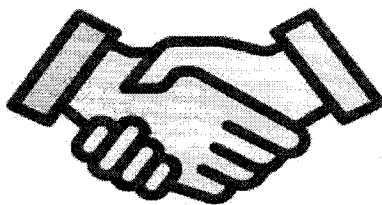
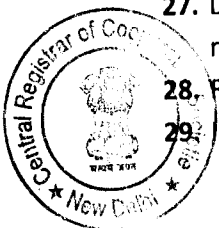


**BYE-LAWS**  
**OF THE**  
**NATIONAL CO-OPERATIVE EXPORTS LIMITED**



# INDEX

	Page No.
<b>Chapter-1: PRELIMINARY, DEFINITIONS &amp; OBJECTS</b>	
1. Name of the Society	1
2. Principal place of business and registered office	1
3. Area of operation	1
4. Definitions	1
5. Objectives and functions	3
<b>Chapter-2: MEMBERSHIP, ELIGIBILITY, RIGHTS &amp; LIABILITY</b>	
6. Membership	8
7. Ordinary Members	8
8. Nominal or associate members	9
9. Application for membership	9
10. Disposal of application	9
11. Conditions to be complied with for membership	9
12. Cessation of membership	10
13. Withdrawal or resignation from membership	11
14. Expulsion of a member	11
15. Rights and duties of ordinary members	11
16. Votes of ordinary members and manner of voting	12
17. Liability of a member	13
<b>Chapter-3: CAPITAL AND FUNDS</b>	
18. Authorized share capital	14
19. Classification of membership and subscription to share capital	14
20. Share certificate	15
21. Transfer of shares	15
22. Lien on shares and dividends	16
23. Funds raising	16
24. Maximum borrowing limit	16
<b>Chapter-4: ORGANIZATION AND MANAGEMENT</b>	
25. General Body	17
26. Constitution of smaller representative body	17
27. Division of area of the Society for election of delegates of smaller representative body	19
28. Regulations to be framed by the Board for smaller representative body	19
29. Interim Board and general meeting for the first election	19



CHIEF PROMOTER  
NATIONAL COOPERATIVE EXPORTS LIMITED

  
CHIEF PROMOTER  
NATIONAL COOPERATIVE EXPORTS LIMITED

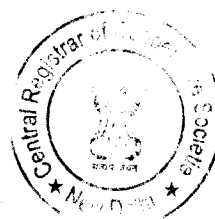
30. Powers and functions of the general body	19
31. Special general body meeting	20
32. Notice for annual general body meeting and the special general body meeting	20
33. Quorum of the general body meeting	21
34. Voting in general meeting	22
35. Chairperson of the general body meeting	22
36. Resolutions	22
37. Minutes of the general body meeting	22
38. Elections of members of Board	22
39. Board of Directors	23
40. Term of Board of Directors	24
41. Powers and functions of the Board of Directors	25
42. Disqualification for being a member of the Board	26
43. Removal of elected member of the Board by the general body	28
44. Vacancy in the office of Board of Directors	28
45. Meetings of the Board of Directors	28
46. Committees of the Board	29
47. Chairperson and Vice-chairperson	29
48. Powers and functions of the Chairperson	30
49. Prohibition to hold office of Chairperson, or President or Vice- Chairperson or Vice-President in certain cases	30
50. Holding of office in co-operative Society	30
51. Minutes of the meeting of Board of Directors	31
52. Chief Executive	31
53. Powers and functions of the Chief Executive	31

## **Chapter-5: DETERMINATION OF PRODUCT PRICE AND APPROPRIATION OF PROFIT**

54. How to determine price of product	34
55. Disposal of net profit	34
56. Investments of funds	35
57. Reserve Fund	36
58. Dividend	36

## **Chapter-6: AUDIT AND ACCOUNTS**

59. Accounts and records	37
60. Audit	37
61. Right of auditor to attend general meeting	39
62. Resolutions for appointment and removal of auditors, their qualifications, powers and duties, etc.	39
63. Annual accounts and balance sheet	39
64. Filing of returns	39



*[Handwritten Signature]*

## Chapter-7: MISCELLANEOUS

65. Inspection of Minutes Book of general meeting	40
66. Amendment of the Bye-laws	40
67. Settlement of disputes	40
68. Services Regulations	40
69. Common seal	40
70. Educational course for members	41
71. Association of employees in management decision making process	41
72. Miscellaneous	41



A handwritten signature in black ink, appearing to be "U. Singh" or similar, written in a cursive style.

**CHIEF PROMOTER  
NATIONAL COOPERATIVE EXPORTS LIMITED**

## Chapter-1: PRELIMINARY, DEFINITIONS & OBJECTS

### 1. Name of the Society.-

Name of the Society shall be the "National Co-operative Exports Limited" and in Hindi version as: "राष्ट्रीय सहकारी निर्यात लिमिटेड" (hereinafter it shall be referred to as the 'Society').

### 2. Principal place of business and registered office.-

(1) The principal place of business and the Registered Office of the Society shall be situated at:-

The Gujarat Co-operative Milk Marketing Federation (AMUL) Zonal Office, 24/ 1, D Block, Institutional Area, Janakpuri, New Delhi, Delhi 110058

(2) Any change in the address of the society shall be notified to the Central Registrar within 15 days of its change and also published in local newspaper and shall be made by an amendment of its bye-laws after following the procedures laid down in section 11 of the Multi-State Co-operative Societies Act, 2002.

### 3. Area of operation.-

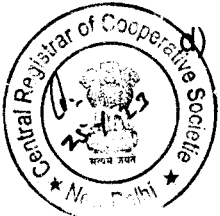
The area of operation of the Society shall extend to whole of Union of India.

### 4. Definitions.-

The words/expressions appearing in these bye-laws shall have the following meaning unless otherwise provided:

- a) "Act" means the Multi-State Co-operative Societies Act, 2002, as amended from time to time;
- b) "Area of operation" means the area from which the persons can be admitted as members of the Society;
- c) "Board" means the Board of Directors or Governing Body of the Society to which the direction and control of the management of the affairs of the Society is entrusted;

"Bye-laws" means the Bye-laws of the Society for the time being in force which have been duly registered or deemed to have been registered under the Act in force and includes amendments thereto which have been duly registered or deemed to have been registered under the Act;



- e) "Central Registrar" means the Central Registrar of Co-operative Societies appointed by the Central Government in relation to the multi-State co-operative societies;
- f) "Chairperson" and "Vice-Chairperson" mean the elected persons by the Board of Directors among themselves;
- g) "Chief Executive" means Chief Executive or Managing Director, by whatever designation called, of the Society appointed under Section 51 of the Act;
- h) "Clause" or "sub-clause" means a clause or sub-clause of these bye-laws;
- i) "Co-operative Bank" means a co-operative Society or a multi-State co-operative Society which undertakes banking business;
- j) "co-operative or co-operative Society" means a co-operative society registered or deemed to be registered under any law relating to co-operative societies for the time being in force in any State or Union Territory and includes a State or apex, secondary or district and primary co-operative society;
- k) "Co-operative Principles" means the co-operative principles as specified in the First Schedule of the Multi-State Co-operative Societies Act, 2002;
- l) "Co-operative year" means the period from 1<sup>st</sup> April to 31<sup>st</sup> March;
- m) "Defaulter" means a member who has defaulted in payment of any kind of dues payable to the Society;
- n) "Delegate" means delegates elected or selected by each class of members for representing them on the smaller representative body of general body;
- o) "Federation" means a federation of co-operative societies registered under any law relating to co-operative societies for the time being in force and whose membership is available only to a co-operative society or a multi-State co-operative society;
- p) "General Body" means all members of the Society, and includes a smaller body consisting of delegates of members of the Society, if any, constituted in accordance with the provisions of sub-section (1) of section 38 of the Act;
- q) "General Meeting" means a meeting of the general body of the Society and includes special general meeting;
- r) "Member" means persons joining in the application for registration of the Society and includes a person admitted to membership after such registration in accordance with the provisions of the Act, rules and Bye laws of the Society and includes a nominal or associate member;
- s) "member co-operative" means a co-operative society or a multi-State co-operative society which is a member of the Society;
- t) "multi-State co-operative society" means a co-operative society with objects not confined to one State and registered or deemed to be



registered under the Multi-State Co-operative Societies Act, 2002 or under any law for the time being in force relating to such co-operatives societies;

- u) "National co-operative society" means a multi-State co-operative society specified in the Second Schedule to the Multi-State Co-operative Societies Act, 2002;
- v) "Nominal member" means a person who has been admitted as a nominal member or associate member under the bye-laws of the Society;
- w) "Officer" or "office bearer" means a President, Vice-President, Chairperson, Vice-chairperson, Chief Executive or Managing Director, Secretary, Manager, Members of the Board, Treasurer, Liquidator, an Administrator appointed under Sec.123 of the Act and includes any other person empowered under the Act or the rules or the Bye-laws to give direction in regard to the business of the Society;
- x) "Prescribed" means prescribed by the Multi-State Co-operative Societies Rules, 2002;
- y) "Regulations" means regulations of the Society on various matters as adopted by the Society and includes all subsequent amendments thereto;
- z) "Rules" means the Multi-State Co-operative Societies Rules, 2002, as amended from time to time; and
- aa) "Society" means the '**National Co-operative Exports Limited**' and in Hindi version as "राष्ट्रीय सहकारी निर्यात लिमिटेड" (hereinafter referred to as 'the Society'.

## 5. Objectives and functions.-

(1) Subject to the provisions of the Act, the principal object of the society shall be to promote and safeguard the economic interests of all its members by conducting its affairs in professional, democratic and autonomous manner; to undertake and promote exports through various activities including procurement, storage, processing, marketing, branding, labeling, packaging, certification, research & development, etc. of all types of goods and services including agri-produce, horticulture, dairy products, fisheries, handicrafts, handlooms, organic products, traditional medicines, spices, minor forest produce, processed food products including fruit pulp, juice, sugar, etc. produced by co-operatives and other related entities; to help in arranging finance, training and capacity building; to provide technical guidance; to develop and maintain market intelligence system; to implement related government schemes and undertake any such activities which will increase exports from the co-operative sector and other related entities; for attaining social and economic betterment of its members through self-help and mutual aid in accordance with the Co-operative Principles.



(2) Without prejudice to the generality of the provisions contained in sub-clause (1), the Society may undertake any or all of the following activities, but not limited to, namely:—

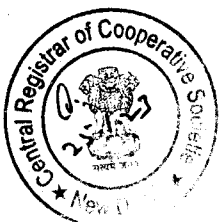
- (i) to ensure compliance of the co-operative principles;
- (ii) to act as an Umbrella Organization for working as Export Business House for goods and services of co-operatives and other related entities including G2G (Government to Government) trade with the support from all sectoral Ministries such as Ministry of Commerce and Industry and Ministry of External Affairs, etc. through their policies, schemes and agencies following 'Whole of Government Approach'; and to represent the co-operative export community at different forums;
- (iii) to identify markets, address trade barriers, organize trade fairs/ exhibitions/ buyer-seller meets, collect market intelligence abroad, get market access through trade agreements and G2G transactions with the special support of Ministry of Commerce and Industry and Ministry of External Affairs;
- (iv) to procure, process, trade and market goods and services either at its own or in collaboration with other Indian or foreign organizations or enterprises or export agencies;
- (v) to undertake grading, packaging, labeling, branding, certification, standardization, etc. of articles so produced by co-operatives or by farmers or producers enrolled as members in cooperatives in order to link the quality export grade finished product to international market;
- (vi) to set up collection centers, processing units, export grade integrated pack houses and storage units for storing goods by itself or in collaboration with any other cooperative or agency;
- (vii) to act as a warehousing agency under the Warehousing Act and own, construct and hire godowns, cold stores, temperature controlled warehouse, etc. for the storage of produce and goods;
- (viii) to undertake research and development and such other activities as are incidental and conducive to the development of cooperatives;
- (ix) to work for enhancing qualitative production of agriculture, horticulture, dairy, poultry, livestock, fisheries, forest produce, processed food & foodstuffs, sugar, textile, handloom & handicrafts, spices, leather, manures & fertilizers, nano-fertilizers, bio-stimulants, organic fertilizer, bio-pesticides, neem derivatives, pisciculture, sericulture, pesticides, insecticides, fungicides, any type of plant protection chemicals, herbal products, traditional medicines organic products, bio-technology, animal feed, aqua-farming, agriculture machinery, other goods





and services, etc. at all level of cooperatives and make a significant contribution to the country's foreign exchange earnings through exports of such goods;

- (x) to enter into contracts and to collaborate with any person or agency for purchases, production, manufacture and marketing of raw material, auxiliary product, packing material, finished product, by-product, and other waste product and also to enter into joint marketing and product exchange agreements with other cooperative institutions, Public Sector Undertakings or any other agency;
- (xi) to maintain logistic facilities of its own or in collaboration with any other organization in India or abroad for movement of goods by land, sea and air;
- (xii) to establish branch and/ or regional/ zonal offices, processing and packaging units and sales depot, etc. in India and abroad;
- (xiii) to provide commercially useful information and assist cooperatives in developing and enhancing their production and exports;
- (xiv) to offer professional advice to cooperatives in areas such as technology up-gradation, quality and design improvement, standards and specifications, product development, innovation, etc.;
- (xv) to organize visits of delegations abroad to explore overseas market opportunities;
- (xvi) to promote interaction between the cooperative exporting community and the Government both at the Central and State/ UT levels;
- (xvii) to build a statistical base and provide data on the exports of the cooperatives;
- (xviii) to provide a platform including information technology based interface and market intelligence to cooperatives to link global exports market for exporting their products;
- (xix) to encourage cooperatives to set up start-ups or start-up like mechanisms for exports by providing them required guidance and assistance;
- (xx) to provide technical guidance and support to cooperatives on value addition, branding, labeling, packaging, etc. of their products meant for export;
- (xxi) to set up NABL accredited labs for third party certification and for ensuring quality compliance, certification, standards and specifications, etc.;
- (xxii) to establish infrastructure for developing exports of cooperatives;
- (xxiii) to help and facilitate cooperatives in finding export markets for their products and services;



  
**CHIEF PROMOTER**  
**NATIONAL COOPERATIVE EXPORTS LIMITED**  
Page 3 of 41

- (xxiv) to provide specialized training and education on exports;
- (xxv) to take all possible steps for promotion of exports including setting up of dedicated institutions for conduct of exports awareness and capacity development activities for co-operative societies;
- (xxvi) to undertake business and promotional services on behalf of its member co-operatives if specifically required by or under the resolution of the general body or the board, or bye-laws of a member co-operative;
- (xxvii) to form partnerships within India and abroad for exports promotion by co-operatives;
- (xxviii) to develop and maintain market information systems including market intelligence, logo, branding, brand promotion, etc.;
- (xxix) to provide awareness on various government schemes and benefits from exports;
- (xxx) to facilitate and access Government schemes or Government sponsored support systems for the benefit of the member co-operatives;
- (xxxi) to provide policy advocacy, advisory functions and services on co-operatives;
- (xxxii) to act as an implementing agency for export promotion schemes of Government for passing on the benefits to member cooperatives;
- (xxxiii) to provide financial assistance and help in arranging finance to members;
- (xxxiv) to subscribe to the shares of other cooperatives, promote new co-operatives and invest in cooperatives; and
- (xxxv) to perform such other activity or do such acts in furtherance of the stated objects as are conducive or incidental thereto and which the Board from time to time may determine to perform or do.

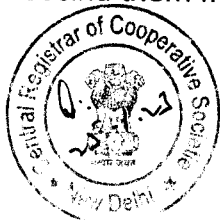
(3) The society may receive subscription and accept grant of money, securities, endowments, and property of any kind from Central and State Governments and other public or private organizations, co-operatives and individuals, etc. on such terms as may deem expedient.

(4) The society may acquire, purchase, sell, exchange, lease, license, relinquish, hire or otherwise transfer all or any portion of the property, movable or immovable, which may be necessary or convenient for its purpose and build, construct, improve, alter, demolish and repair such buildings, works and constructions, as may be necessary, for carrying out the objects of the Society.



  
**CHIEF PROMOTER**  
**NATIONAL COOPERATIVE EXPORTS LIMITED**

- (5) The society may draw, make, accept, endorse and discount cheques, notes or other negotiable instruments in pursuit of its objectives.
- (6) The society may create administrative, technical, clerical and other posts and make appointments thereto, subject to the Bye-Laws and service regulations.
- (7) The society may provide for different classes of membership and specify the obligations, rights and privileges of such different members;
- (8) The Society may make Bye-Laws and Regulations on various matters, including service matters, for the conduct of its affairs and add, amend, vary or rescind them from time to time.



*[A large, long, thin, curved line, possibly a signature or a decorative element, extending from the bottom left towards the top right of the page.]*

*[Handwritten signature]*  
CHIEF PROMOTER  
NATIONAL COOPERATIVE EXPORTS LIMITED

## **Chapter-2: MEMBERSHIP, ELIGIBILITY, RIGHTS & LIABILITY**

### **6. Membership.-**

The Society shall have following types of membership:

- i) Ordinary Members; and
- ii) Nominal or associate members.

### **7. Ordinary Members.-**

(1) No person shall be admitted as a member of the Society except the following, namely-

- a) any multi-State co-operative society or any co-operative society registered or deemed to be registered under any law relating to co-operative societies for the time being in force in any State or UT;
- b) the National Co-operative Development Corporation (NCDC) established under the National Co-operative Development Corporation Act, 1962 (26 of 1962);
- c) such class or classes of persons or associations of persons as may be permitted by the Central Registrar having regard to the nature and activities of the Society:

Provided that no person shall be admitted as member, unless the Board is satisfied, by enquiry or otherwise, that the applicant for membership is interested in export activities or beneficial to achieve the objectives and functions of the Society:

Provided further that no individual or a company, except the company specified under section 25 (1) (g) of the Act, shall be eligible to become ordinary member of the Society.

(2) No right of membership shall be exercisable until a person has made such payments to the Society in respect of membership or acquired such interest in the Society as may be specified by the Society in its bye-laws as per the provisions of the Act and rules.

(3) Every member shall pay an admission fee of ₹500/- or such amount as may be specified by the Board from time to time.



  
CHIEF PROMOTER  
NATIONAL COOPERATIVE EXPORTS LIMITED

**8. Nominal or associate member.-**

The Society may, in the interest of promotion of its business, admit any person, including cooperative banks, as nominal member or associate member in accordance with the provisions of the Multi-State Co-operative Societies Act on payment of a non-refundable fee of ₹1,00,000/- (Rupees One lakh only).

**9. Application for membership.-**

The application for membership of the Society shall be submitted by the applicant to the Chief Executive or Managing Director, by whatever designation called, of the Society in the form, if any, specified along with full value of shares and admission fee.

**10. Disposal of application.-**

The application for membership of the Society found complete in all respects shall be disposed of by the Board within a period of four months from the date of receipt thereof by the Society and the decision of the Board thereon shall be communicated to the applicant by Registered Post or through electronic mode within fifteen days of the date of decision.

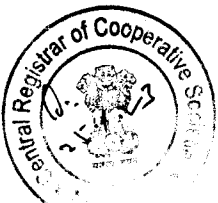
**11. Conditions to be complied with for membership.-**

(1) No person shall be eligible for being or continue to be a member of the Society if:-

- a) the business of the member is not conducive to the co-operative exports promotion activities;

**Explanation:** For the purpose of this clause, the members who are already performing export activities may continue to perform them at their discretion and such activities would not be deemed to be non-conducive to the business of the Society.

- b) the person has not applied in writing in the form, if any, laid down by the Society or in the form specified by the Central Registrar, if any, for membership;
- c) the person has not fulfilled all other conditions of membership laid down in the Act or the rules or these bye-laws;
- d) the member incurs any disqualification laid down under the Act or the rules or these bye-laws for being a member of the Society;



  
**CHIEF PROMOTER**  
**NATIONAL CO-OPERATIVE EXPORTS LIMITED**

- e) the application for membership is not approved by the Board of the Society;
- f) the person, except in the case of members joining in for the application for registration of the Society, has not subscribed the minimum number of shares and paid full value thereof along with admission fee as specified in the bye-laws and/ or decided by the Board;
- g) in the case of a multi-State co-operative society or a co-operative society or a National co-operative society or body of persons whether incorporated or not, the application for membership is not accompanied by a resolution of the Board of such co-operative or authority letter from a competent authority of such organization, as the case may be, authorizing it to apply for such membership;
- h) the member has not attended last three consecutive general body meetings of the Society and such absence has not been condoned by the members in the general body meeting of the Society;
- i) the member has not used for two consecutive years any of the services provided by the Society;
- j) the member does not promote and protect the interests and objects of the Society; and
- k) the member has made any default in payment of any amount pertaining to share contributions, fee, subscriptions, if any, as decided by the Board from time to time to be paid to the Society under Bye Laws and has not cleared the amount even after 30 days notice for clearance of default.

(2) The Society shall not admit members within thirty days prior to the date of the meeting of its General Body.

## 12. Cessation of membership.-

The membership of the Society may cease in case of-

- i) Resignation of the member, duly approved by the Board;
- ii) Cancellation of registration of the member co-operative;
- iii) Transfer of all the shares to another member of the Society.
- iv) Expulsion of member by the general body;
- v) Incurring any of the disqualifications of membership:

Provided that except in the case of sub-clauses (i), (ii) and (iii) of this clause, the cessation of membership shall not take effect unless the member concerned has been given a reasonable opportunity of being heard and making representation in the matter.



  
 CHIEF PROMOTER  
 NATIONAL CO-OPERATIVE EXPORTS LIMITED of 41

### 13. Withdrawal or resignation from membership.-

- (1) A member may withdraw or resign from the membership of the Society after five years from the date on which it was admitted as a member and giving at least 3 months notice to the Board in writing and withdraw its share capital with the approval of the Board.
- (2) The approval shall not be given while such a member is indebted to the Society.
- (3) A member who withdraws or resigns from the membership will not be allowed to become a member again for a period of one year from the date of resignation unless the member repays the amount withdrawn by it from the Society.

### 14. Expulsion of a member.-

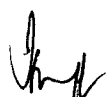
- (1) The Society may, by a resolution passed by a majority of not less than two thirds of the members present and voting at a general meeting held for the purpose, expel a member for acts, which are detrimental to the interest and proper working of the Society; or for making default in payment of dues as per the Byelaws for a continuous period of one year.
- (2) On expulsion, the person will cease to be a member of the Society. Such expulsion may involve forfeiture of shares at the sole discretion of the Society, provided that the member concerned shall not be expelled unless it has been given a reasonable opportunity of making representation in the matter. Pending expulsion by the General Body, the Board may suspend the member till the next General Body meeting.
- (3) No member of the Society who has been expelled shall be eligible for readmission as a member of the Society for a period of one year from the date of such expulsion.

### 15. Rights and duties of ordinary members.-

(1) **Rights of ordinary members:** Every ordinary member shall be entitled to exercise rights as a member from the date of admission as a member in the Society and shall have the following rights, namely:-

- i) Right to vote in the general body meeting;
- ii) Right to receive notice of general body meeting as per the byelaws;



  
CHIEF PROMOTER  
NATIONAL CO-OPERATIVE EXPORTS LIMITED

- iii) Right to attend and take active part in the proceedings of the general body meeting;
- iv) Right to take part in elections and contest for any post as per provision of the Act, Rules and Bye- laws for participation in the management of the Society; and
- v) Inspect member registers, books of accounts or any other record and obtain certified copies of the resolutions or documents on a payment of such fee as may be specified by the Board from time to time.

Provided that the Society will designate one of its officers to act as information officer for providing access to the books, information and accounts kept in regular transaction of its business with such member.

**(2) Duties of ordinary members:**

- (i) It shall be the endeavour of every member to observe and comply with the provisions of bye-laws and decisions made by the General Body and Board of the Society in accordance with such bye-laws.
- (ii) It shall be the responsibility of every member to subscribe required number of shares and pay-up for shares and make such other payments and within such time as specified in the bye-laws.
- (iii) It shall be the duty of every member to attend regular meetings and members' education programs regularly.
- (iv) It shall be the duty of every member to patronize the products and services of the Society.
- (v) The members dealing in export may endeavour to sell their products in international market preferably through the Society so that the benefits of G2G trade and large scale business can be realized.

**16. Votes of ordinary members and manner of voting.-**

- (1) Every ordinary member of the Society shall have one vote in the affairs of the Society.
- (2) In case of equality of votes, the Chairperson shall have a casting vote.
- (3) Every ordinary member of the Society shall vote in person and no member shall be permitted to vote by proxy:



*[Handwritten Signature]*

**CHIEF PROMOTER**

**NATIONAL COOPERATIVE EXPORTS LIMITED**



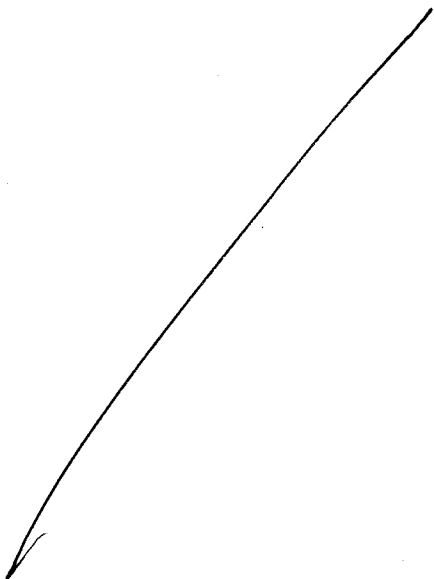
Provided that a multi-State co-operative society or a co-operative Society or any other institution which is a member of this Society, may appoint one of its representative by a resolution passed by its managing committee to vote on its behalf in the affairs of the Society.

**17. Liability of a member.-**

(1) The liability of a member shall be limited to the share capital subscribed by the member.

(2) Subject to the provision of sub-clause (3), the liability of a past member of the Society for the debts of the Society, as they existed on the date on which it ceased to be a member, shall continue for a period of two years from such date.

(3) Where the Society is ordered to be wound up under Section 86 of the Act, the liability of a past member who ceased to be a member immediately preceding the date of the order of winding up, shall continue until the entire liquidation proceedings are completed. But such liability shall extend only to the debts of the Society as they existed on the date of cessation of membership.



  
**CHIEF PROMOTER**  
**NATIONAL COOPERATIVE EXPORTS LIMITED**  
Page 13 of 41

### Chapter-3: CAPITAL AND FUNDS

#### 18. Authorized share capital.-

(1) The authorized Share Capital of the Society shall be Rupees Two Thousand Crore divided into Twenty Lakh shares of ₹10,000/- (Ten Thousand) each.

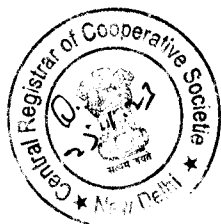
(2) The Society at its general meeting, may, from time to time, increase the authorized share capital by creation of new shares of such number and amount as may be deemed expedient with the prior approval of the Central Registrar.

#### 19. Classification of membership and subscription to share capital.-

(1) A member shall subscribe to share capital of the Society and value thereof shall be paid in full at the time of application for membership:

Provided that ordinary members shall subscribe to share capital as per following classification of membership:-

- (i) **Class-1:** Co-operative organizations such as Indian Farmers Fertiliser Co-operative Limited (IFFCO), Krishak Bharati Co-operative Limited (KRIBHCO), National Agricultural Co-operative Marketing Federation of India Limited (NAFED), Gujarat Co-operative Milk Marketing Federation Limited (GCMMF); and National Co-operative Development Corporation (NCDC) or any other entity which intends to become Class-1 member, shall each purchase at least 1,00,000 shares of the face value of ₹10,000/- each;
- (ii) **Class-2:** A State level or apex co-operative society, other than mentioned in sub-clause (i) shall purchase at least 1,000 shares of the face value of ₹10,000/- each;
- (iii) **Class-3:** A National co-operative society, other than mentioned in sub-clause (i) and a multi-State co-operative society, not designated as National co-operative society, shall purchase at least 500 shares of the face value of ₹10,000/- each;
- (iv) **Class-4:** A co-operative society, other than a State or primary co-operative society, shall purchase at least 10 shares of the face value of ₹10,000/- each;



  
**CHIEF PROMOTER**  
**NATIONAL COOPERATIVE EXPORTS LIMITED**

(v) **Class-5:** A primary co-operative society shall purchase one share of the face value of ₹10,000/-; and

(vi) **Class-6:** Such class or classes of persons or associations of persons as may be permitted to become members under clause 7(1) (e) shall purchase at least 2 shares of the face value of ₹10,000/- each.

(2) Value of shares shall be paid in full at one time and Share Certificate shall be issued on realization of the full amount of shares subscribed for.

(3) Notwithstanding anything contained in sub-clause (1) or sub-clause (2), for the purpose of registration of the Society, the members joining in for the application for registration of the Society, shall subscribe ten shares of the face value of rupees ten thousand each and the rest in such installments and within such time period as may be decided by the Board.

(4) The manner of allotment, transfer, redemption and/or repatriation of shares shall be at face value and as per the provisions of the Act.

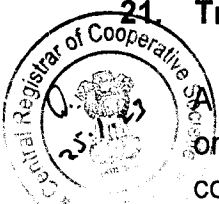
## 20. Share certificate.-

(1) Every person admitted as a member of the Society shall be entitled to receive a Share Certificate gratis stating the number of share/ shares and their distinctive number/ numbers signed by the Chairperson, or any Director of the Society duly authorized and the Chief Executive or the Managing Director, by whatever designation is called. The Share Certificate shall bear the seal of the Society. Share certificates shall be maintained in electronic and physical form by the Society and information thereof given in physical/ electronic form to the members.

(2) If any certificate is worn out, defaced, mutilated, destroyed or lost, new share certificate shall be issued in lieu thereof on payment of a fee as specified by the Board per share from time to time. It shall, however, be necessary to produce evidence to the satisfaction of the Board that the share certificates were worn out, defaced, destroyed or lost, or in absence of such evidence, on such indemnity as the Board may require and upon such terms and conditions as the Board may think sufficient.

## 21. Transfer of shares.-

A member may transfer its share or shares after holding them for not less than one year to any person duly approved by the Board. The transfer is not complete until the name of the transferee has been duly entered in the



register of members and a transfer fee of rupees one hundred per share is paid by the member.

**22. Lien on shares and dividends.-**

The Society shall have the first and paramount lien or charge upon all the shares and dividends of any member or past member for all dues from it to the Society from time to time. The Society may set off any sum credited by or payable to the member or past member against payment of any liability of such member or past member.

**23. Funds raising.-**

(1) The funds of the Society shall be raised in the following manner:

- i) Share Capital;
- ii) Admission and other fee;
- iii) Loans, cash credits, commercial papers, overdraft from any bank or financial institutions in India and abroad by following due procedure;
- iv) Grants-in-aid and subsidies from the Central or State Governments;
- v) Donations or contributions, from members and any other organization within India;
- vi) Grants, donations, contributions, etc. from International agencies by following due procedure of law; and
- vii) Profit.

(2) The funds of the Society shall be applied to achieve its objectives and functions.

**24. Maximum borrowing limit.-**

(1) The Society may raise loans from members and external sources subject to such extent and under such conditions as may be decided by the Board as per provisions of the Act.

(2) Subject to provisions of sub-clause (1), the Society may accept funds or borrow funds for the fulfilment of its objects on such terms and conditions as are mutually contracted upon.

(3) The Society may issue non-convertible debentures or other instruments subject to the provisions of any law for the time being in force to raise resources for the fulfilment of its objectives to the extent of twenty-five percent of its paid up share capital.



**CHIEF PROMOTER**  
**NATIONAL COOPERATIVE EXPORTS LIMITED**

## **Chapter-4: ORGANIZATION AND MANAGEMENT**

### **25. General Body.-**

(1) The General Body of the Society shall consist of all ordinary members of the Society and each ordinary member shall be represented on the general body by a representative duly authorized by such member.

(2) Subject to the provisions of the Act, the Rules and the bye-laws, the ultimate authority of the Society shall vest in the General Body:

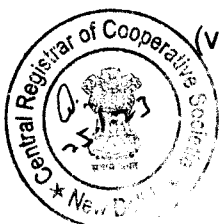
Provided that nothing contained in this sub-clause shall affect the exercise by the Board or any officer of the Society of any power conferred on the Board or such officer by the Act or the rules or the bye-laws:

Provided further that the Society, when its membership exceeds one thousand, shall constitute a smaller body consisting of delegates of members or class or category of members, elected or selected in accordance with the Bye-laws; and hold its general meeting by calling such delegates instead of summoning all the members in person.

### **26. Constitution of smaller representative body.-**

(1) The constitution of smaller representative body of general body consisting of delegates shall be as under:-

- (i) For Class-1 category of members, five delegates shall be elected;
- (ii) For Class-2 category of members, one delegate shall be elected for every 50 members in a manner that first delegate shall be elected for 1-50 members, second delegates for 51-100 members, and so on;
- (iii) For Class-3 category of members, one delegate shall be elected for every 100 members in a manner that first delegate shall be elected for 1-100 members, second delegates for 101-200 members, and so on;
- (iv) For Class-4 category of members, one delegate shall be elected for every 250 members in a manner that first delegate shall be elected for 1-250 members, second delegates for 251-500 members, and so on;
- (v) For Class-5 category of members, one delegate shall be elected for every 500 members in a manner that first delegate shall be elected for 1-500 members, second delegates for 501-1000 members, and so on;
- (vi) For Class-6 category of members, one delegate shall be elected for every 500 members in a manner that first delegate shall be elected for 1-500 members, second delegates for 501-1000 members, and so on;



  
**CHIEF PROMOTER**  
**NATIONAL COOPERATIVE EXPORTS LIMITED**

(2) The smaller representative body consisting of delegates shall exercise all the powers of the General Body of the Society as may be prescribed or as specified in clause 30.

(3) No person shall be qualified to be elected or selected as a delegate if he is not the Chairperson/President or the Chief Executive of the member organization/ co-operative or a member of the Board of such organization, if such member is authorized by the Board of the nominating organization.

(4) Where there is no Board in existence in a member organization/ co-operative, such organization/ co-operative shall be represented through its administrator, by whatever name called.

(5) The delegates shall continue to be members of the General Body of the Society till their successors are elected or selected:

Provided that the election or selection of the delegates, as the case may be, shall be conducted or made before six months of the expiry of term of office of the Board:

Provided further that the members in a particular class or category of membership, by a two-third majority, may remove a delegate of their particular class or category and elect or select another in his place in accordance with the regulations framed under clause 28 for the remaining period of office of such outgoing delegate.

(6) The procedure for election of delegates in the General Body shall be in accordance with the election regulations framed by the Board of Directors in accordance with the provisions of the Act and Rules framed there under.

(7) A representative of the member organization/ co-operative shall cease to be a delegate of the Society if he:-

- a. ceases to be a primary member of or otherwise ceases to be associated with the concerned member organization/ co-operative; or
- b. resigns his office as a delegate of the Society.

(8) A casual vacancy in the office of a delegate arising in any class or category of membership shall be filled by election or selection by concerned class or category of membership for the remaining period of office of delegate.

(9) Representatives of defaulter members shall not be entitled to exercise the right to vote or to seek election to any office. The representatives of defaulter members, if holding any office of the Society shall forfeit their right to



hold such office with effect from the date on which the member becomes defaulter under these bye-laws provided, due notice has been given to the defaulting member and it has failed to pay its dues within 30 days after the receipt of notice.

**27. Division of area of the Society for election of delegates of smaller representative body.-**

(1) The Board shall divide the area of operation of the Society according to class or category of membership for the purpose of election of delegates of smaller representative body.

(2) The division of the area of operation or membership of the Society shall be duly notified to all members, and a member in a particular class or category of membership shall be entitled to vote in the election of the delegates only for that particular class or category of membership.

**28. Regulations to be framed by the Board for smaller representative body.-**

The Board shall make regulations to provide for all matters relating to the nomination, election, selection and removal of delegates of the smaller representative body.

**29. Interim Board and general meeting for the first election.-**

The first general meeting of the Society shall be held within six months of the registration of the Society for the election of the Board of Directors. The interim Board selected by the members joining in for the application for registration of the Society shall hold office till the regular Board is elected.

**30. Powers and functions of the general body.-**

The Board of the Society shall, within six months of the close of the corresponding financial year, convene an Annual General Meeting at the principal place of business of the Society for the purpose of :-

- (i) Consideration of the audited statement of accounts;
- (ii) Consideration of the audit report and annual report;
- (iii) Consideration of audit compliance report;
- (iv) Approval for appointment of auditors & fixation of remuneration;
- (v) Review of operational deficit, if any;
- (vi) Creation of specific reserves and other funds;
- (vii) Approval of the annual budget;



  
**CHIEF PROMOTER**  
**NATIONAL COOPERATIVE EXPORTS LIMITED**  
Page 19 of 41

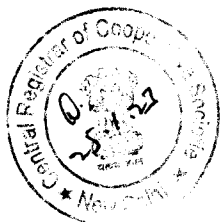
- (viii) Approval of the long-term perspective plan and the annual operation plan;
- (ix) Disposal of Net Profit;
- (x) Review of the working of Board of Directors;
- (xi) Review of actual utilization of reserves and other funds;
- (xii) Review of annual report and accounts of subsidiary institution, if any;
- (xiii) Expulsion of members;
- (xiv) Review of the list of employees who are relatives of members of the Board or the Chief Executive;
- (xv) Amendment of bye-laws, if any;
- (xvi) Formulation of code of conduct for the members of the Board and officers;
- (xvii) Election and removal of members of the Board, if any;
- (xviii) Consideration of a statement showing the detail of loans or goods on credit, if any, given to any member of the Board or to the spouse or son or daughter of the member of the Board during the preceding year outstanding against him or them;
- (xix) Approval of program of activities for the ensuing year;
- (xx) Approval and amendment of regulations; and
- (xxi) Any other matter to be laid before it by the Board of Directors.

### 31. Special general body meeting.-

The Chief Executive or the Managing Director, by whatever designation called, may, at any time, on the direction of the Board, call a Special General Body Meeting of the Society and shall call such meeting within one month after the receipt of requisition from the Central Registrar or from 1/3<sup>rd</sup> of the total number of members or delegates, as the case may be, of the Society to transact the business as stated in notice of the meeting.

### 32. Notice for annual general body meeting and the special general body meeting.-

- (1) Annual General meeting of the Society may be called by giving not less than 14 days clear notice in writing to all the delegates of the Society.
- (2) Special General meeting of the Society may be called by giving not less than 7 days clear notice in writing to all the delegates of the Society.
- (3) The notice of the Annual General Meeting shall be accompanied by a copy each of the audited balance sheet, profit and loss account together with the auditor's report relating to the preceding year and the report of the Board of Directors thereon along with notice of election to the Board of Directors, if any, and amendment to the bye-laws, if any.





(4) The notice of general body meeting shall be sent to members/delegates by the following modes, namely-

- i. by local delivery or by Registered Post or Speed Post or by Courier or under postal certificate or by electronic mode; or
- ii. by publication of notice in the news paper having wide circulation.

(5) Notice of the general body meeting shall also be affixed on the notice board of the Society and its branches, if any.

### 33. Quorum of the general body meeting.-

(1) The quorum for the general body meeting shall be 1/5<sup>th</sup> of the total number of members of the Society or 1/5<sup>th</sup> of the total number of delegates of the smaller representative body:

Provided that in any meeting of the general body, the quorum shall not complete unless at least 3 persons from the category of Class 1 members as specified in clause 19(1)(i) or 26(1)(i), as applicable, are present.

(2) No business shall be transacted at any general meeting unless there is a quorum at the time when the business of the meeting is due to commence.

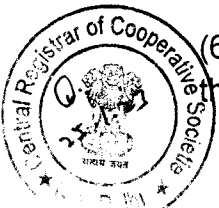
(3) If within half an hour from the appointed time for the meeting, a quorum is not present, the meeting shall stand adjourned:

Provided that a meeting which has been called on requisition of members shall not be adjourned but dissolved.

(4) If at any time during the meeting sufficient number of members are not present to form the quorum, the chairperson or the member presiding over the meeting on his own, or on his attention being drawn to this fact, shall adjourn the meeting and the business that remains to be transacted at this meeting, if any, shall be disposed off in the usual manner at the adjourned meeting.

(5) Where a meeting is adjourned under sub-clause (3) or (4), the adjourned meeting shall be held either on the same day or on such date, time and place as may be decided by the Chairperson or the member presiding over the meeting, but within seven days from the date of adjourned meeting.

(6) No business shall be transacted at any adjourned meeting other than the business on the agenda of the adjourned meeting.



  
CHIEF PROMOTER  
NATIONAL COOPERATIVE EXPORTS LIMITED

(7) The adjourned meeting shall transact its regular business even without the quorum being present at the meeting.

**34. Voting in general meeting.-**

(1) All resolutions which are put to vote at the general meeting shall be decided by a majority of the members present and voting unless otherwise required under the Act or the rules or these bye-laws.

(2) In the event of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.

**35. Chairperson of the general body meeting.-**

The Chairperson of the Board shall preside over the General Body Meeting. In his absence, the Vice-chairperson and in absence of both, the members of the Board shall elect one of the members to preside over the general body meeting.

**36. Resolutions.-**

Unless otherwise specifically provided in the Act or the rules and the bye-laws, resolutions shall be carried by a majority of votes. Votes shall be taken by show of hands unless ten members demand a poll. In such case, a poll shall be taken. However, election to the Board of Directors shall be held by secret ballot as per the procedure mentioned in the election schedule annexed to the Rules.

**37. Minutes of the general body meeting.-**

Minutes of the proceedings of the general meeting shall be entered within thirty days of the conclusion of the meeting in a minutes book kept for the purpose with their pages consecutively numbered and shall be signed by the Chairperson and Chief Executive, by whatever designation called, of the meeting. Each page of the minute book shall be initialed or signed and the last page shall be dated and signed. The minutes so signed shall be an evidence of the correct proceedings of that meeting.

**38. Elections of members of Board.-**

(1) The conduct of elections to the Board of the Society shall be the responsibility of the existing Board.

(2) The election of the members of the Board shall be held in the general body meeting of the members of the Society.



(3) The elections of the members of the Board shall be conducted by secret ballot in the manner as specified in the Schedule attached with MSCS Rules, 2002 and as amended from time to time.

(4) The election of members of the Board shall be conducted by a Returning Officer so appointed by the Board in its meeting out of the panel of serving officers so maintained by the Central Registrar from time to time. The Returning Officer so appointed shall not be a member or an employee of the Society.

(5) Subject to the provisions of the Act or the rules, the election of the Board shall be conducted before the expiry of the term of the Board so as to ensure that the newly elected members of the Board assume office immediately on the expiry of office of members of the outgoing Board.

(6) The election of the office bearers of the Board shall be conducted as per the programme given in the election schedule prepared by the Board.

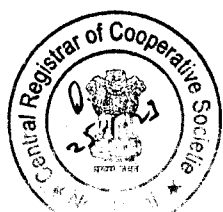
(7) The eligibility of the candidates for the election of the office bearers shall be subject to the provisions contained in sections 43 and 44 of the Act.

### 39. Board of Directors.-

(1) The management of affairs of the Society shall vest in the Board of Directors constituted in accordance with the Act, rules and these bye-laws, which shall exercise such powers and perform such duties as may be conferred or imposed respectively, by the Act, rules and bye-laws.

(2) The Board of Directors of the Society shall be constituted as under consisting of not more than twenty one directors, excluding co-opted directors and functional directors, if any:-

- (i) Five directors to be elected by the General Body from amongst the **Class-1** members who are contributing rupees one hundred crore or more to the share capital of the Society.
- (ii) Two directors to be elected by the General Body from amongst the **Class-2** members.
- (iii) One director to be elected by the General Body from amongst the **Class-3** members.
- (iv) One director to be elected by the General Body from amongst the **Class-4** members.
- (v) One director to be elected by the General Body from amongst the **Class-5** members.



  
CHIEF PROMOTER  
NATIONAL CO-OPERATIVE EXPORTS LIMITED

- (vi) Chief Executive or the Managing Director, by whatever designation called, of the Society, to be the ex-officio member of the Board; and
- (vii) Two eminent persons as co-opted directors:

Provided that after constitution of smaller representative body, only the delegates elected or selected in accordance with clause 26 for their respective class of membership shall be eligible to contest elections of the Board for the office specified under sub-clause (2) (i) to (v) of this clause:

Provided further that co-opted directors shall be in addition to 21 directors having experience in the field of banking, management, finance, foreign trade or specialization in any other field relating to the objects and activities of the Society but shall not have the right to vote in any election of the Society in their capacity as such members or be eligible to be elected as office bearers of the Board:

Provided further that a person who has lost in the election to the Board of the Society shall not be co-opted as a director on the Board or on casual vacancy or otherwise.

- (3) The Board may, if need be, invite two subject matter specialists in any of its meetings.

#### 40. Term of Board of Directors.-

- (1) The term of office of the elected members of the Board shall be five years from the date of election, and the term of officers of the Board shall be coterminous with the term of the Board:

Provided that elected members shall continue to hold office till their successors are elected or nominated under the provisions of the Act or the rules or these bye-laws and assume charge of their office.

- (2) The term of office of the members of the Board who are nominees of any institution or federation, if any, shall be as indicated from time to time by the concerned institution or federation provided their term shall be co-terminus with the term of the elected directors of Board; and the concerned institution or federation shall make fresh nominations upon election of new Board.

- (3) It shall be the duty of the outgoing Board to conduct fresh elections before the expiry of its term for the constitution of new Board so as to ensure that newly elected members of the Board assume office immediately on the expiry of office of the members of outgoing Board.



- (4) The elected members of the Board shall be eligible for re-election.

#### 41. Powers and functions of the Board of Directors.-

(1) The Board may exercise all such powers and perform functions as may be necessary or expedient for the purpose of carrying out its functions under the Act or the rules or these bye-laws.

(2) Without prejudice to the generality of the foregoing powers, such powers shall include the following, namely:-

- a) To admit members in the Society;
- b) To make timely arrangement for the conduct of elections to the Board in accordance with the Rules and appoint Returning officer for such elections as per prevailing guidelines, if any, of the Central Registrar;
- c) To elect Chairperson, Vice-Chairperson and other officers of the Society;
- d) To interpret the organizational objectives and set up specific goals to be achieved towards these objectives;
- e) To authorize convening of meetings of the General Body;
- f) To make periodic appraisal of operations and objectives;
- g) To appoint, suspend or remove the Chief Executive or Managing Director, by whatever designation called, of the Society and other employees of the Society;
- h) To make provisions for regulating the appointment of employees of the Society and the scales of pay, allowances and other conditions of service including disciplinary action against employees;
- i) To approve the panel of auditors and their remuneration for placing in the General Body;
- j) To place the annual report, annual financial statements, annual plan and budget for the approval of the general body;
- k) To consider audit and compliance report and place the same before the general body;
- l) To review the membership in other co-operatives, if any;
- m) To acquire or dispose of immovable property with the approval of General Body;
- n) To recommend annual and supplementary budget for approval by the general body;
- o) To raise and invest funds;
- p) To authorize opening of accounts in Banks
- q) To authorize officers to sign documents and to institute and defend suits and other legal proceedings on behalf of the Society;
- r) To sanction loans to the members;



  
CHIEF PROMOTER  
NATIONAL CO-OPERATIVE EXPORTS LIMITED

- s) To distribute sale proceeds of products sourced from members;
- t) To recommend to the General Body on distribution of profits;
- u) To fill any vacancy/ vacancies in the Board by election;
- v) To select/ appoint/ nominate/ co-opt directors on the Board as per the provisions of the Act or the rules or these bye-laws;
- w) To appoint such committees, sub-committees as may be necessary and delegate to them such powers as may be appropriate;
- x) To frame regulations for,- (i) the election of delegates to the General Body; (ii) the election of members of the Board; and (iii) the conduct of meetings of the General Body and the Board of Directors as per the provisions of the Act;
- y) To formulate proposals for amendment of bye-laws to the General Body for approval;
- z) To formulate regulations on various matters for approval of the General Body; and
- aa) To take such other measures or to do such other acts as may be specified or required under the Act, Rules, Regulations or the bye-laws or as may be delegated by the General Body.

#### 42. Disqualification for being a member of the Board.-

(1) No member of the Society or nominee or representative of a member co-operative/ organization or a National co-operative society shall be eligible for being chosen as or for being a member of the Board of the Society, if such member or nominee or representative of a member:-

- a) has been adjudged by a competent Court to be insolvent or of unsound mind;
- b) has been convicted for an offence involving moral turpitude;
- c) holds any office or place of profit under the Society:

Provided that the Chief Executive or the Managing Director, whatever designation called, of the Society shall be eligible for being chosen as, or for being, a member of the Board.

- d) has been a member of the Society for less than twelve months immediately preceding the date of election to the Board or appointment provided that this restriction shall not be applicable to the members joining at the time of application for registration of the Society;
- e) has taken loan or goods on credit from the co-operative of which he is a member, or is otherwise indebted to such co-operative and after the receipt of a notice of default issued to him by such co-operative, has defaulted;-



- i) in repayment of such loan or debt or in payment of the price of the goods taken on credit, as the case may be, within the date extended, which in no case shall exceed six months, within the date so extended, or
- ii) when such loan or debt or the price of goods taken on credit is to be paid in installments, in payment of any installment, and the amount in default or any part thereof has remained unpaid on the expiry of six months from the date of such default:

Provided that a member of the Board who has ceased to hold office as such under this clause shall not be eligible, for a period of one year, from the date on which he ceased to hold office, for re-election as a member of the Board of the Society.

- f) is a person against whom any amount due under a decree, decision or order is pending recovery under the Act;
- g) is retained or employed as a legal practitioner on behalf of or against the Society, or on behalf of or against any other co-operative/organization, which is a member of the Society;

**Explanation-** For the purposes of this clause, "legal practitioner" has the same meaning as in Clause (i) of sub-section (1) of section 2 of the Advocates Act, 1961(25 of 1961).

- h) has been convicted for any offence under the Act;
- i) has been expelled as a member under Section 30 of the Act;
- j) absents himself from three consecutive Board meetings and such absence has not been condoned by the Board;
- k) absents himself from three consecutive general body meetings and such absence has not been condoned by the members in the general body.

(2) An officer of the Board shall not be eligible for being elected as member of the Board of the Society for a period of five years if during the term of his office, the Board fails:

- a) to conduct elections of the Board under section 45 of the Act: or
- b) to call the General Body meeting under Section 39 of the Act: or
- c) to prepare the financial statements and present the same in the annual general meeting.



*[Signature]*  
**CHIEF PROMOTER**  
**NATIONAL COOPERATIVE EXPORTS LIMITED**

**43. Removal of the elected member of the Board by the general body.-**

An elected member of a Board, who has acted adversely to the interests of the Society, may on the basis of a report of the Central Registrar or otherwise be removed from the Board upon a resolution of the general body passed at its meeting by a majority of not less than two-third of the members present and voting at the meeting:

Provided that the member concerned shall not be removed unless he has been given a reasonable opportunity of making a representation in the matter.

**44. Vacancy in the office of Board of Directors.-**

If any casual vacancy arises in the elected office of the Board of Directors, it shall be filled up by election by the members in the General Body for the remaining unexpired term of the Board in accordance with the provisions of the Act.

**45. Meetings of the Board of Directors.-**

(1) The Chief Executive or the Managing Director, by whatever designation called, of the Society shall convene the meetings of the Board at the instance of the Chairperson of the Society.

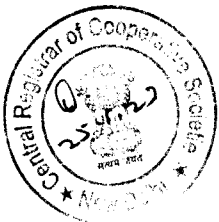
(2) Except in emergent cases, at least seven days prior notice shall, ordinarily, be necessary for holding meeting of the Board of Directors.

(3) In case of exigency, on the request of not less than one-third members of the Board, the Chairperson shall authorize the Chief Executive or the Managing Director, by whatever designation called, of the Society to convene the Board meeting.

(4) The meetings of the Board shall normally be held at the registered office of the Society. In exceptional cases, the meetings of the Board may be held at any other place as decided by the Board but within the area of operation of the Society.

(5) The meetings of Board shall be presided over by the Chairperson or in his/her absence by the Vice-chairperson and in the absence of both Chairperson and Vice-chairperson, the directors present in the meeting shall elect a Chairperson for the meeting from among themselves.

(6) The Board shall meet at least once in every quarter.





(7) The majority members of the Board shall decide any question brought forward for discussion at the meeting of the Board. In case of equality of votes, the Chairperson shall have a casting or second vote.

(8) The proceeding of the meetings of the Board shall be recorded in the minutes book to be kept for the purpose.

(9) The quorum of the Board meeting shall consist of not less than one third of the total directors in office:

Provided that at least 3 of the directors specified in clause 39 (2) (i) are present in such meeting.

#### **46. Committees of the Board.-**

(1) The Board may constitute an Executive Committee and such other committees or sub-committees as may be considered necessary for performing specific tasks/ activities in pursuit of its objectives:

Provided that such committees or sub-committees other than Executive Committee, if any, shall not exceed three.

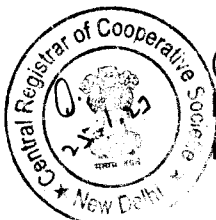
(2) The Board may delegate any of its powers to the Executive Committee or these committees or sub-committees constituted from out of its members or to the Chairperson/ Vice-chairperson or to the Chief Executive or Managing Director, by whatever designation called, or to any other officer of the Society.


#### **47. Chairperson and Vice-chairperson.-**

(1) There shall be a Chairperson and a Vice-Chairperson elected by the Board of Directors from among themselves. The Chairperson and in his absence, the Vice-Chairperson shall preside over the meetings of the General Body and the Board of Directors.

(2) The terms of office of the Chairperson and Vice-Chairperson shall be co-terminus with the term of the elected members of the Board unless Chairperson or Vice-Chairperson ceases to be a director earlier. In case of any vacancy within this period, the Board shall fill up the vacancy through re-election for the unexpired term of the Board.

(3) The Chairperson or Vice-Chairperson once elected shall continue to hold the office for the term of the Board except when the Board of Directors resolve to remove them by the 2/3<sup>rd</sup> majority of the Board with due notice.



  
**CHIEF PROMOTER**  
**NATIONAL COOPERATIVE EXPORTS LIMITED**

**48. Power and functions of the Chairperson.-**

The Chairperson shall have the following powers and functions:

- i) He/ She shall preside over the meetings of the General Body, Board of Directors, and any committee or sub-committee, if he/ she is a member of such committee or sub-committee;
- ii) He/ she shall, along with the Chief Executive or Managing Director, by whatever designation called, of the Society sign the proceedings of the meetings or minutes thereof presided over by him/ her;
- iii) In the event of equality of votes on a resolution, the Chairperson shall have a casting or second vote in the meeting;
- iv) The Chairperson may authorize the Chief Executive or in his/her absence, any other person to convene the meetings of the Board of Directors, committees or sub-committee of which he/ she is the Chairperson;
- v) The Chairperson may delegate any of his/ her powers and functions to the Vice-Chairperson.

**49. Prohibition to hold office of Chairperson, or President or Vice-Chairperson or Vice-President in certain cases.-**

(1) No member of the Board shall be eligible to be elected as Chairperson or Vice-Chairperson or President or Vice-President of the Society if he/ she is a Minister in the Central or State Government.

(2) No member of the Board shall be eligible to be elected as Chairperson or President of the Society after he/ she has held the office as such during two consecutive terms, whether full or part:

Provided that a member who has ceased to hold the office of the Chairperson or President continuously for one full term shall again be eligible for election to the office as such.

**50. Holding of office in co-operative Society.-**

No person shall be eligible to hold at the same time, office of the Chairperson or President or Vice-Chairperson or Vice-President on the Board of more than two Multi-State Co-operative Societies.



### 51. Minutes of the meeting of Board of Directors.-

The minutes of meeting of the Board of Directors shall be recorded in the Minutes Book kept for the purpose within thirty days of the meeting and the pages of which shall be duly numbered. The Chairperson of the meeting and the Chief Executive or the Managing Director, by whatever designation called, of the Society shall sign the minutes of the meeting.

### 52. Chief Executive.-

(1) The Chief Executive of the Society shall be called as Managing Director and appointed by the Board as a full time employee of the Society.

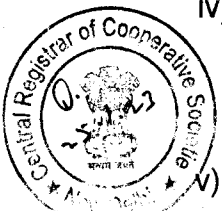
(2) The Chief Executive shall be an ex-officio member of the Board and of the Executive Committee, if any, or such other committees or sub-committees as specified in the bye-laws or as may be authorized by the Board, without any right to vote.

(3) The Board shall frame regulations providing for the qualification, experience, eligibility and other terms and conditions of service of the Chief Executive of the Society.

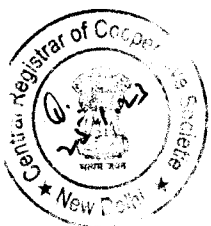
### 53. Powers and functions of the Chief Executive

Subject to general supervision, direction and control of the Board, the Chief Executive of the Society shall have the following powers, functions and duties, namely:-

- i) To assist the Board in the formulation of policies objectives and planning;
- ii) To implement the policies and plans duly approved by the General Body or the Board and furnish to the Board of Directors periodical information necessary for appraising the activities, operations and functions of the Society and progress of achievement towards implementations of the policies and programmes;
- iii) To convene meetings of the General Body, the Board, the Executive Committee and various other committees or sub-committees at the instance of the Chairperson and to maintain proper records of such meetings;
- iv) To make arrangements for the proper maintenance 'of various books and records of the Society and for the correct preparation, timely submission of periodical statements and returns in accordance with the provisions of the Act, the Rules and the bye-laws;;  
To record proceedings of meeting and have them duly signed;



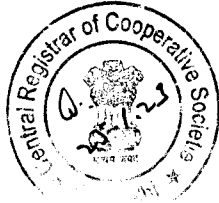
- vi) To open and operate the accounts of the Society as authorized by the Board and be responsible for making arrangements for safe custody of cash;
- vii) To manage the funds of the Society, cause proper accounts to be maintained and audited;
- viii) To attend to all correspondence of the Society;
- ix) To sign on behalf of the Society and conduct its correspondence;
- x) To manage day-to-day business and affairs of the Society;
- xi) To be responsible for collection and safety of the funds of the Society;
- xii) To execute the policies/programmes and business of the Society and take such action as is necessary to give effect to the resolutions of the General Body, Board of Directors, Executive Committee or any other committee or sub-committee constituted under bye-laws;
- xiii) To sign all deposit receipts, open new account and close existing account of the Society with banks in accordance with the resolution of the Board or other committee;
- xiv) To endorse and transfer promissory notes and other securities and to endorse, sign, en-cash cheques and negotiate instruments on behalf of the Society;
- xv) To be the officer or to appoint an officer from the staff of the Society to sue or to be sued on behalf of the Society and sign all books and arrangements in favour of the Society;
- xvi) To appoint such personnel with such designation in the Society as may be approved by the Board of Directors;
- xvii) To determine powers, functions and responsibilities of the employees of the Society of all categories;
- xviii) To exercise administrative control in respect of all employees and staff, including granting of leave, granting of annual increments and other matters relating to the service conditions of the employees;
- xix) To maintain a list of members of the Society correct and up-to-date;
- xx) To assign all or any of the powers, authorities and discretions vested in him, which, otherwise, have not been exclusively delegated to him by the Board, to any employee or employees of the Society, subject to the ultimate control and authority being retained by him;
- xxi) Subject to the regulations, if any, which may be framed by the Board of Directors, to enter into negotiations, sanction contracts and to rescind and vary such contracts, incur contingent, revenue and capital expenditure as approved by the Board from time to time and do all such acts, deeds and things in the name of and on behalf of the Society in relation to any of the matters aforesaid for the purpose of the Society up to such value as may be decided by the Board;
- xxii) To present the draft annual report and financial statements for the approval of the Board within forty five days of closure of the financial year;



**CHIEF PROMOTER**

**NATIONAL COOPERATIVE EXPORTS LIMITED**

- xxiii) To perform all duties entrusted to him and to exercise such other powers as may be delegated to him by the General Body, Board of Directors, Executive Committee, other committees or sub-committees and Chairperson from time to time; and
- xxiv) To perform such other duties, and exercise such other powers, as may be specified in the bye-laws of the Society.



*[A large, long, sweeping handwritten signature or scribble that spans across the middle of the page.]*

*[Handwritten signature]*  
**CHIEF PROMOTER  
NATIONAL COOPERATIVE EXPORTS LIMITED**

## **Chapter-5: DETERMINATION OF PRODUCT PRICE AND APPROPRIATION OF PROFIT**

### **54. How to determine price of product**

Where the Society sources products from a member, as per mutually agreed terms, the price of the product will be decided as follows.

- a) Initial price of the product(s) may be given to member(s) tentatively on the basis of prevailing market price of the product(s);
- b) Net surplus shall be reckoned as the difference between the selling price and initial price after deduction of all expenses incurred by the society on sale of such product(s);
- c) The Society will endeavour to give up to 50% of net surplus to its member(s) for their product(s) as may be decided by the Board; and
- d) The final price of the product(s) payable to the member(s) shall be determined by the Board on the basis of initial price plus the part of net surplus proposed to be paid under preceding sub-clause (c).

### **55. Disposal of net profit.-**

(1) Subject to the provisions of the Act and Rules framed there under, the General Body on the recommendations of the Board of Directors may appropriate the net profit in the following manner, namely-

- i) Transfer at least 25% of net profit to the reserve fund.
- ii) Credit one percent of its net profit to the Co-operative education fund.
- iii) An amount of at least 10% of the net profit shall be transferred to a reserve fund specially created for meeting unforeseen losses.

(2) After making appropriation of net profit under preceding sub-clause, the General Body on the recommendations of the Board may appropriate the balance of the net profit for all or any of the following purposes,-

- a) Shall aim to pay dividend to members on their paid up share capital at the rate of up to 20 per cent:

Provided that if owing to shortfall in the undistributed net profit in a year, the dividend could not be paid at the specified rate, the General Body may decide a lesser rate on which the dividend shall be paid to members.



- b) Contribution to the education fund, which shall be utilized for the education and training of members, directors and employees on regular basis, as approved by the Board of Directors;
- c) Donations for any purpose connected with the development of co-operative movement or charitable purpose as defined in section 2 of the Charitable Endowments Act, in force;
- d) Payment of ex-gratia amount to employee of the Society on such rate as may be decided by the Board;
- e) Creation of any other fund;
- f) The undistributed profit, if any, shall be added to the Reserve Fund of the Society.

(3) Notwithstanding anything contained in clause 54 and 55 with regard to the payment of net surplus on the sale proceeds of products sourced from a member or payment of dividend on the paid up share capital of members, the Board or the General Body, as the case may be, shall maintain to strike a balance in the payments of net surplus to settle the final price of the product and dividend to be paid to members in a transparent and prudent manner to ensure equitable distribution of net surplus and dividend.

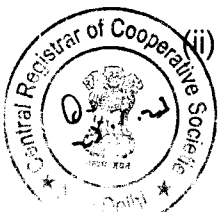
#### 56. Investments of funds.-

The Society may invest or deposit its funds in:

- a) a co-operative bank, State co-operative bank, co-operative land development bank or Central co-operative bank; or
- b) any of the securities specified in section 20 of the Indian Trust Act 1882 (2 of 1882); or
- c) the shares and securities of any multi-State co-operative society or any co-operative society; or
- d) the share, securities or assets of a subsidiary institution or any other institution; or
- e) any other bank.

**Explanation.-** For the purposes of clause (e), "bank" means any banking company as defined in clause (c) of section 5 of the Banking Regulation Act, 1949 (10 of 1949), and includes-

- (i) the State Bank of India constituted under the State Bank of India Act, 1955 (23 of 1955);
- (ii) a corresponding new bank constituted under section 3 of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 (5 of 1970) or a corresponding new bank constituted under section 3 of the



Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980 (40 of 1980).

#### **57. Reserve Fund**

- (1) In addition to the sum specified under the Act, Rules and these bye-laws, all admission fee, entrance fee, nominal membership fee, amount of forfeited dividend and donations, if any, shall be carried to the Reserve Fund.
- (2) The Reserve Fund shall be separately invested in Government and trustee securities or any other approved securities or in fixed deposits with any nationalized bank, or any other bank.
- (3) The Reserve Fund specially created to meet unforeseen losses shall be available for use by resolution of the General body to cover deficiencies, which may arise from unforeseen losses.
- (4) Any loss occurring as the net result of the year's working may, with the previous sanction of the Central Registrar, be made good from the Reserve Fund or from the profits of the next ensuing year or years.

#### **58. Dividend.-**

- (1) The dividend declared shall be paid to the member whose name stands as registered shareholder in the books of the Society on the last day of the co-operative year to which the dividend relates.
- (2) Any dividend remaining unclaimed for three years after having been declared may be forfeited by the Board and shall be carried to the Reserve Fund of the Society.
- (3) Unpaid dividend shall be payable on application provided the same has not been forfeited.
- (4) Dividend shall be proportionate to the amount paid on shares and the period in whole months for which the amount stood to the credit of the shareholder.



  
**CHIEF PROMOTER**  
**NATIONAL COOPERATIVE EXPORTS LIMITED** of 41



## Chapter-6: AUDIT AND ACCOUNTS

### 59. Accounts and records

Accounts and records shall be maintained in the form specified under the Act, Rules and these bye-laws with such additions as the Board consider necessary. Any member of the Society may inspect any of the registers or records during office hours insofar as it relates to his own business transaction.

### 60. Audit

(1) The Society shall be caused to be audited by an auditor at least once in each year as per provisions of the Act.

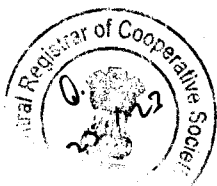
(2) The Society shall, at each annual general meeting, appoint an auditor or auditors to hold office from the conclusion of that meeting until the conclusion of the next annual general meeting and shall, within seven days of the appointment, give intimation thereof to every auditor so appointed:

Provided that such auditor or auditors may be appointed from a panel of auditors approved by the Central Registrar or from a panel of auditors, if any, prepared by the Society out of the empanelled auditors approved by the Comptroller and Auditor General of India.

(3) Every auditor appointed shall, within thirty days of the receipt from the Society of the intimation of his appointment, inform the Central Registrar in writing that he has accepted, or refused to accept, the appointment.

(4) A retiring auditor shall be re-appointed unless-

- a) he is not qualified for re-appointment;
- b) he has given the Society a notice in writing of his unwillingness to be re-appointed;
- c) a resolution has been passed at the general meeting of members appointing some other person instead of him or providing expressly that he shall not be re-appointed; or
- d) where a notice has been given of an intended resolution to appoint some person or persons in the place of a retiring auditor, and by reason of the death, incapacity or disqualification of that person or all those persons, as the case may be, the resolution cannot be proceeded with.



CHIEF PROMOTER  
NATIONAL CO-OPERATIVE EXPORTS LIMITED

  
CHIEF PROMOTER  
NATIONAL CO-OPERATIVE EXPORTS LIMITED

(5) Where at an annual general meeting, no auditors are appointed or re-appointed, the Central Registrar may appoint a person to fill the vacancy.

(6) First auditor or auditors of the Society shall be appointed by the Board within one month of the date of registration of the Society and the auditor or auditors so appointed shall hold office until the conclusion of the first annual General Meeting:

Provided that-

(a) the Society may, at a general meeting, remove any such auditor or all or any of such auditors and appoint in his or their places any other person or persons who have been nominated for appointment by any member of the Society and of whose nomination notice has been given to the members of the Society not less than fourteen days before the date of the meeting; and

(b) if the Board fails to exercise its powers under this sub-clause, the Society in the general meeting may appoint the first auditor or auditors.

(7) (a) The Society may fill any causal vacancy in the office of an auditor; but while any such vacancy continues, the remaining auditor or auditors, if any, may act:

Provided that where such vacancy is caused by the resignation of an auditor, the vacancy shall only be filled by the Society in general meeting.

(b) Any auditor appointed in a causal vacancy shall hold office until the conclusion of the next annual general meeting.

(8) Any auditor appointed by the Society may be removed from office before the expiry of his term by the Society in general meeting.

(9) The remuneration of the auditors of the Society-

(a) in the case of an auditor appointed by the Board or the Central Registrar may be fixed by the Board or the Central Registrar, as the case may be; and

(b) subject to sub-clause (a), shall be fixed by the Society in general meeting or in such manner as the Society in general meeting may determine.



**Explanation-** For the purposes of this sub-clause, any sums paid by the Society in respect of the auditors' expenses shall be deemed to be included in the expression "remuneration".

**61. Right of auditor to attend general meeting.-**

All notices of, and other communications relating to, any general meeting of the Society, which any member of the Society is entitled to have sent to him, shall also be forwarded to the auditor of the Society; and the auditor shall be entitled to attend any general meeting and to be heard at any general meeting which he attends on any part of the business which concerns him as auditor.

**62. Resolutions for appointment and removal of auditors, their qualifications, powers and duties, etc.-**

The manner for passing resolutions for appointing and removing auditors, their qualifications, disqualifications, powers, functions and duties, etc. shall be that as specified in the Act and the rules.

**63. Annual accounts and balance sheet.-**

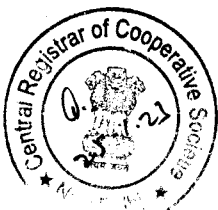
At every annual general meeting of the Society, the Board shall lay before the general body-

- (a) a balance sheet as at the end of every co-operative year; and
- (b) a profit and loss account for that year.

**64. Filing of returns.-**

Every year within six months of the closure of the accounting year, the Society shall file following returns with the Central Registrar, namely:-

- (a) annual report of the activities;
- (b) audited statement of accounts;
- (c) plan for surplus disposal as approved by the general body;
- (d) list of amendments, if any, to the bye-laws of the Society;
- (e) declaration regarding date of holding of general body meeting and conduct of elections, if due;
- (f) any other information required by the Central Registrar in pursuance of any provision of the Act.



  
**CHIEF PROMOTER**  
**NATIONAL CO-OPERATIVE EXPORTS LIMITED**

## **Chapter-7: MISCELLANEOUS**

### **65. Inspection of Minutes Book of general meeting.-**

The books containing the minutes of the proceedings of any general meeting of the Society shall be kept at the registered office of the Society and be open, during business hours, to the inspection of any member of the Society.

### **66. Amendment of the Bye-laws.-**

(1) The amendment to the bye-laws of the Society shall only be passed by a resolution of the meeting of the general body in which quorum is present and by a majority of not less than two thirds of the members present and voting there at.

(2) For the consideration of such amendment, fifteen clear days notice shall be previously given to all members.

### **67. Settlement of disputes.-**

(1) All disputes, other than a dispute regarding disciplinary action taken by the Society against its paid employee or an industrial dispute as defined in clause (k) of section 2 of the Industrial Disputes Act, 1947 (14 of 1947), touching the constitution, management or business of the Society shall be referred to Arbitration in accordance with the provisions of the Act and the Rules.

(2) The limitation period for preferring the disputes shall be as per the provisions of section 85 of the Act.

### **68. Services Regulations.-**

The Society shall have services regulations, formulated and amended by the Board from time to time, for regulating the service conditions, pay scales, etc. of its employees, including the Chief Executive or the Managing Director.

### **69. Common seal.-**

The Society shall have a common seal, which will remain in the custody of the Chief Executive and shall be affixed in the presence of a Director and the Chief Executive as per specified resolution of the Board of Directors.



  
**CHIEF PROMOTER**  
**NATIONAL COOPERATIVE EXPORTS LIMITED** of 41

**70. Educational course for members**

The Society shall organize co-operative education programmes for its members, directors and employees and provide funds for conducting such programmes.

**71. Association of employees in management decision making process**

The Society for the association of representatives of employees in the management decision making process shall, in case where the number of employees exceeds fifty, devise a procedure to provide for the representation of one of its employees, at such level or bodies as would be deemed necessary from time to time.

**72. Miscellaneous**

(1) No act of the general body or the Board of Directors shall be deemed invalid by reason of any defect in the election of a member thereof or by reason of any vacancy therein not having been filled in.

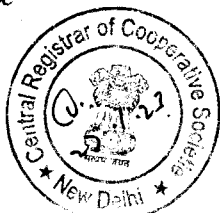
(2) If any doubt arises in the interpretation of the bye-laws of the Society, the same shall be referred to the Central Registrar for his advice and his decision shall be final.

(3) The matters which have not been provided for herein shall be decided in accordance with the provision of the Multi State Co-operative Societies Act and the Rules.

(4) Should there be any conflict between the bye-laws of the Society and the members, the bye-laws of the Society shall prevail.

Date: *17/01/2023*

Place: *New Delhi*



*[Signature]*  
**CHIEF PROMOTER  
NATIONAL COOPERATIVE EXPORTS LIMITED**

( \_\_\_\_\_ )  
**All Promoter members to sign**